

**JACK IN THE BOX INC.  
FINANCE COMMITTEE CHARTER**

**Amended and Restated May 5, 2016**

**A. AUTHORITY**

The Board of Directors (the “Board”) of Jack in the Box Inc. (the “Corporation”), by resolution dated April 29, 1994, established the Investment Committee, which by resolution dated February 14, 1997, was renamed the Finance Committee (the “Committee”).

This Charter is intended to be one component of the flexible governance framework within which the Board, assisted by its committees, oversees the affairs of the Corporation. The Charter does not establish by its own force any additional fiduciary duties.

**B. PURPOSE**

The Committee is appointed by the Board to advise and consult with management concerning the general financial affairs of the Corporation, including but not limited to, the Corporation’s annual operating budget, capital structure, financing arrangements, dividend policy, stock repurchase programs, investments in the funded employee benefit plans, loan agreements and capital investment policy.

The Committee will discharge the Board’s responsibilities relating to oversight of the function of the Administrative Committee of the Corporation.

**C. COMMITTEE MEMBERSHIP**

The Committee will consist of at least two directors. The members of the Committee will meet the independence requirements of the Nasdaq Stock Market.

The members and the Chair of the Committee will be appointed by the Board after considering the recommendations of the Nominating and Governance Committee, and will serve until their successors are duly appointed and qualified or until their earlier resignation or removal. If a Chair is not appointed by the Board, the members of the committee may designate a Chair by majority vote of the full Committee. The Board may remove a Committee member from the Committee or appoint a new Chair of the Committee at any time with or without cause.

**D. COMMITTEE RESPONSIBILITIES**

**1. Recommend Annual Operating Budget**

The Committee, meeting either in committee session or together with the full Board, will review and comment upon the Corporation’s Annual Operating Budget, including the material assumptions contained therein, and make a recommendation to the Board which shall approve each Annual Operating Budget.

2. **Recommend Capital Structure and Share Repurchase Programs**

At the Board's request, the Committee will review and evaluate management's recommendations for capital structure, debt and financing alternatives and the Corporation's dividend policy and stock repurchase programs.

3. **Recommend Material Financial Transactions**

The Committee will review and recommend to the Board, if appropriate, material financial transactions (not addressed by the full Board or delegated to another Board Committee for review), including:

- a. Equity, debt or other financial offerings, in each case limited to those transactions which are material in amount, to be undertaken by the Corporation and its subsidiaries, including methods for financing any proposed major acquisitions;
- b. Any proposed acquisition, sale, or other disposition involving a material amount of the Corporation's real estate assets;
- c. Any material diversification of the Corporation's business;
- d. Authorization for any material prepayment, redemption or acquisition for the purpose of satisfying sinking fund obligations.

4. **Monitor Plan Fiduciaries**

The Board of Directors has delegated to the Finance Committee all fiduciary authority with respect to any employee benefit plans which are sponsored by the Corporation or its majority owned domestic subsidiaries and which are subject to the fiduciary responsibility provisions of the Employee Retirement Income Security Act of 1974. The Committee shall appoint, terminate and monitor the named fiduciary or named fiduciaries of such plan (unless such fiduciaries are specified in the constituent plan documents).

Subject to such policies and guidelines as the Committee may approve, the Committee may delegate to the Administrative Committee and/or management such administrative functions or investment functions (including "Investment Committee" responsibilities described in the relevant plan documents) as the Committee deems appropriate and as may be permitted by law and the terms of the plans. The Finance Committee shall monitor the Administrative Committee and retain the right to appoint and remove members of the Administrative Committee.

5. **Risk Oversight**

- a. The Committee will discuss with management and report to the Board of Directors risk management issues relating to the matters overseen by the Committee. Specifically, the Committee will discuss and report to the Board the Corporation's major risk exposures and management's monitoring and mitigation activities in connection with:

- (i) capital structure;
  - (ii) investment portfolio, including employee benefit plan investments;
  - (iii) financing arrangements, credit and liquidity;
  - (iv) proposed major transactions, such as mergers, acquisitions, reorganizations and divestitures;
  - (v) dividends;
  - (vi) share repurchase programs;
  - (vii) hedging or use of derivatives; and
  - (viii) reputational risk to the extent such risk arises from the topics under discussion.
- b. The Committee will review and approve the Corporation's financial risk management policies regarding:
- (i) Cash management
  - (ii) Commodity risk management;
  - (iii) Short-term investment;
  - (iv) Liquidity management;
  - (v) Employee Benefit Plan investments;
  - (vi) Short term borrowing programs;
  - (vii) Interest rate risk;
  - (viii) Foreign currency risk;
  - (ix) Off balance sheet arrangements, if any; and
  - (x) Any proposed material financially-related amendments to the Corporation's indentures, bank borrowings and other instruments.

**6. Review Charter and Committee Performance**

- a. The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- b. The Committee will approve an Annual Agenda of activities.
- c. The Committee will annually review its own performance.

**E. COMMITTEE MEETINGS AND ACTION**

- 1. A majority of the Committee members, but not less than two, will constitute a quorum.
- 2. The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee.

3. Any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if all of the Committee members execute, either before or after the action is taken, a consent, either in writing or by electronic transmission, and the consent is filed with the minutes of the Committee.
4. The Chair will make regular reports to the Board.
5. The Committee may form and delegate authority to subcommittees when appropriate.
6. The Committee Secretary (who will be the Corporate Secretary or his designee) will give notice, if required, and keep minutes of all Committee meetings.
7. The Committee will meet at least two times per year and at such other times as may be requested by its Chair.
8. The Committee Secretary and management liaison (currently, the Senior Vice President of Finance, Controller and Treasurer) will prepare a preliminary agenda. The Chair will make the final decision regarding the agenda.
9. The agenda and all materials to be reviewed at the meetings should be received by the Committee members as far in advance of the meeting day as practicable.
10. The Committee Secretary should coordinate submission of all materials to the Committee members, to the extent practicable.
11. The Committee may perform any other activities consistent with the Corporation's Certificate of Incorporation, the Corporation's Bylaws, and governing law, as the Board deems necessary or appropriate.
12. Any actions taken by the Committee during any period in which one or more members fail for any reason to meet the membership requirements set for the Committee members shall be nonetheless duly authorized actions of the Committee for all corporate purposes.